

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
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DYNEGY HOLDINGS, LLC, <u>et al.</u> , ¹	:	Case No. 11-38111 (CGM)
	:	
	:	Jointly Administered
Debtors.	:	Ref Doc. No. 1164
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**ORDER PURSUANT TO 11 U.S.C. § 1121(d) EXTENDING THE
EXCLUSIVE PERIODS WITHIN WHICH THE OPERATING DEBTORS
MAY FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF**

Upon the Operating Debtors' Motion Pursuant to Section 1121(d) of the Bankruptcy Code to Extend the Exclusive Periods for the Filing of a Chapter 11 Plan and Solicitation of Acceptance Thereof (the "Motion"),² filed on November 13, 2012; and upon the consideration of all other pleadings related thereto; and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431 signed by Chief Judge Preska dated January 31, 2012, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), (c) venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409 and (d) notice of the Motion was due and proper before this Court under the circumstances; and it appearing that no other or further notice need be provided; and the Court previously having entered an order further extending the Exclusive

¹ The Debtors, together with the last four digits of each Debtor's federal tax identification number, are Dynegy Holdings, LLC (8415); Dynegy Northeast Generation, Inc. (6760); Hudson Power, L.L.C. (NONE); Dynegy Danskammer, L.L.C. (9301); and Dynegy Roseton, L.L.C. (9299). The location of the Debtors' corporate headquarters and the service address for Dynegy Holdings, LLC, Dynegy Northeast Generation, Inc. and Hudson Power, L.L.C. is 601 Travis Street, Suite 1400, Houston, Texas 77002. The location of the service address for Dynegy Roseton, L.L.C. is 992 River Road, Newburgh, New York 12550. The location of the service address for Dynegy Danskammer, L.L.C. is 994 River Road, Newburgh, New York 12550.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Motion.

Filing Period for the Operating Debtors (and DH) through and including July 16, 2012, and the Exclusive Solicitation Period for the Operating Debtors (and DH) through and including September 14, 2012 (the “First Extension Order”) [Docket No. 789]; and the Court previously having entered an *ex parte* bridge order further extending the Exclusive Filing Period for the Operating Debtors through and including such time as this Court issued a final determination on the Operating Debtors’ Motion Pursuant to Section 1121(d) of the Bankruptcy Code to Extend the Exclusive Periods for the Filing of a Chapter 11 Plan and Solicitation of Acceptance Thereof filed on July 16, 2012 (the “First Operating Debtor Bridge Order”) [Docket No. 867]; and the Court previously having entered an order further extending the Exclusive Filing Period for the Operating Debtors through and including November 13, 2012, and the Exclusive Solicitation Period for the Operating Debtors through and including December 31, 2012 (the “Second Extension Order”) [Docket No. 912]; and the Court previously having entered an *ex parte* bridge order further extending the Exclusive Filing Period for the Operating Debtors through and including such time as this Court issues a final determination on the Motion (the “Second Operating Debtor Bridge Order”) [Docket No. 1148]; and it appearing that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Operating Debtors’ estates, their creditors, and other parties in interest; and after due deliberation and good and sufficient cause appearing therefore, it is hereby:

ORDERED, that the Motion is granted; and it is further

ORDERED, that the Exclusive Filing Period is hereby extended through and including January 13, 2013; and it is further

ORDERED, that the Exclusive Solicitation Period is hereby extended through and including February 13, 2013; and it is further

ORDERED, that this Order is without prejudice to the Operating Debtors' ability to seek further extensions of the Exclusive Periods; and it is further

ORDERED, that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED, that all time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a); and it is further

ORDERED, that the Operating Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order; and it is further

ORDERED, that the Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Poughkeepsie, New York
December 6, 2012

/s/ Cecelia G. Morris
THE HONORABLE CECELIA G. MORRIS
CHIEF UNITED STATES BANKRUPTCY JUDGE